



ITFL/SEC/2021-2022/SEP/02

17th September 2021

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400051.

Scrip Code - 533329

NSE Symbol: INDTERRAIN

Dear Sir/Madam,

Sub: Submission of Voting Results along with Consolidated Scrutiniser's reports of the 12th Annual General Meeting.

Ref: Reg.44(3) of SEBI (LODR) Regulations, 2015

With reference to the above, we herewith enclose the voting results as per Reg.44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutiniser's report dated 16th September 2021 of the 12th Annual General Meeting of the Company held on 16th September 2021.

Kindly note that all the 3 (three) resolutions as set out in the notice of the Annual General Meeting have been passed with requisite majority.

This is for your information and records. Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For **INDIAN TERRAIN FASHIONS LIMITED**

E. Elamugilan
Company Secretary & Compliance Officer



Encl: a/a

INDIAN TERRAIN FASHIONS LIMITED

SDF-IV & C2, 3rd Main Road, MEPZ / SEZ, Tambaram, Chennai - 600 045. Tel : +91-44-4227 9100, Fax : +91-44-2262 2897
Registered Office : No. 208, Velachery Tambaram Main Road, Narayanapuram, Pallikaranai, Chennai - 600 100.
Email ID : response.itfl@indianterrain.com
Website : www.indianterrain.com
L18101TN2009PLC073017

INDIAN TERRAIN

General information about company

Scrip code	533329
NSE Symbol	INDTERRAIN
MSEI Symbol	NOTLISTED
ISIN	INE611L01021
Name of the company	INDIAN TERRAIN FASHIONS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	16-09-2021
Start time of the meeting	11.00 AM
End time of the meeting	12:00 PM



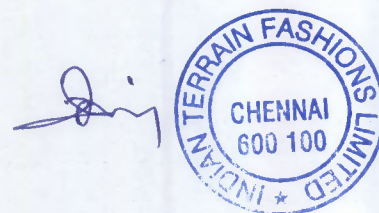
Scrutinizer Details	
Name of the Scrutinizer	K.J. CHANDRA MOULI
Firms Name	BP & Associates
Qualification	CS
Membership Number	25315
Date of Board Meeting in which appointed	13-08-2021
Date of Issuance of Report to the company	17-08-2021



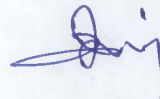
Voting results	
Record date	09-09-2021
Total number of shareholders on record date	21960
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	55
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2021 together with the reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11683100	7858815	67.2665	7858815	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		11683100	7858815	67.2665	7858815	0	100
Public- Institutions	E-Voting	11659870	1954805	16.7652	1954805	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		11659870	1954805	16.7652	1954805	0	100
Public- Non Institutions	E-Voting	17748715	876063	4.9359	876051	12	99.9986	0.0014
	Poll							
	Postal Ballot (if applicable)							
	Total		17748715	876063	4.9359	876051	12	99.9986
Total		41091685	10689683	26.0142	10689671	12	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



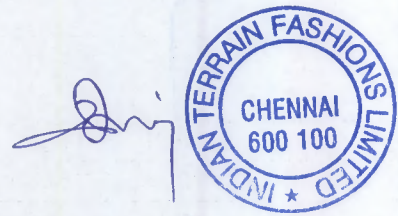
Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible offers herself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11683100	1232885	10.5527	1232885	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		11683100	1232885	10.5527	1232885	0	100
Public-Institutions	E-Voting	11659870	1954805	16.7652	1954805	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		11659870	1954805	16.7652	1954805	0	100
Public- Non Institutions	E-Voting	17748715	876063	4.9359	873156	2907	99.6682	0.3318
	Poll							
	Postal Ballot (if applicable)							
	Total		17748715	876063	4.9359	873156	2907	99.6682
Total		41091685	4063753	9.8895	4060846	2907	99.9285	0.0715
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	6625930
Public Insitutions	0
Public - Non Insitutions	0



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and appoint Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11683100	7858815	67.2665	7858815	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		11683100	7858815	67.2665	7858815	0	100
Public-Institutions	E-Voting	11659870	1954805	16.7652	0	1954805	0	100
	Poll							
	Postal Ballot (if applicable)							
	Total		11659870	1954805	16.7652	0	1954805	0
Public- Non Institutions	E-Voting	17748715	876063	4.9359	873156	2907	99.6682	0.3318
	Poll							
	Postal Ballot (if applicable)							
	Total		17748715	876063	4.9359	873156	2907	99.6682
Total		41091685	10689683	26.0142	8731971	1957712	81.686	18.314
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





Consolidated Scrutinizer's Report - INDIAN TERRAIN FASHIONS LIMITED
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman of 12th Annual General Meeting of the Equity Shareholders of **INDIAN TERRAIN FASHIONS LIMITED** held on Thursday, the 16th September, 2021 at 11.00 a.m IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Respected Sir,

We, BP & Associates, Company Secretaries, Chennai - 83, have been appointed as the Scrutinizer by the Board of Directors of **INDIAN TERRAIN FASHIONS LIMITED ("the Company")** at its meeting held on Friday, 13th August, 2021 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the **12th Annual General Meeting ("AGM")** of the Equity Shareholders of **"INDIAN TERRAIN FASHIONS LIMITED"** held on **Thursday, the 16th September, 2021 at 11.00 a.m** (Indian Standard Time) through Video Conference (VC) / Other Audio Visual Means (OAVM), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and the General Circular No. 14/2020 dated 08th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/2020 dated 5th May, 2020 and 13th January, 2021 in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations").

We hereby state that, we are familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

- 1 The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the Annual General Meeting.





- 2 Our responsibility as scrutinizer for the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) is restricted to make scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting by the Shareholders of the Company.
- 3 The e-Voting period remained open from Sunday, 12th September, 2021 at 9.00 a.m. and ended on Wednesday, 15th September, 2021 at 5:00 p.m. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 09th September, 2021 have casted their vote electronically were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the 12th Annual General Meeting of "INDIAN TERRAIN FASHIONS LIMITED" (Item Number 1 to 3 of the Notice of the 12th AGM of INDIAN TERRAIN FASHIONS LIMITED).
- 4 As per the information given by the Company, the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote evoting were allowed to cast their votes through e-voting system during the AGM.
- 5 After closure of e-voting at the AGM, the votes cast through evoting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services India Ltd .The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.

Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Central Depository Services (India) Limited.





6 The result of the E- voting is as under:

Item No - 1

Ordinary Resolution - To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors and Auditors thereon.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	1,06,89,671	100.00%	12	0.00%	-	1,06,89,683	100.00%
e-Voting at AGM	-	-	-	-	-	-	-
Total	1,06,89,671	100.00%	12	0.00%	-	1,06,89,683	100.00%

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

Item No - 2

Ordinary Resolution - To appoint a director in place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible offers herself for re-appointment.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	40,60,846	99.93%	2,907	0.07%	66,25,930	40,63,753	100.00%
e-Voting at AGM	-	0.00%	-	0.00%	-	-	0.00%
Total	40,60,846	99.93%	2,907	0.07%	66,25,930	40,63,753	100.00%

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

Item No - 3

Ordinary Resolution - To consider and appoint Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company .

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	87,31,971	81.69%	19,57,712	18.31%	-	1,06,89,683	100.00%
e-Voting at AGM	-	-	-	-	-	-	-
Total	87,31,971	81.69%	19,57,712	18.31%	-	1,06,89,683	100.00%

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

7 All electronic data and relevant records relating to e- voting are under my safe custody until the Chairman of the Company considers, approves and signs the minutes of the 12th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,
BP & Associates
Company Secretaries

K.J. CHANDRA MOULI
Partner
C P No: 15708 | M No : 25315
UDIN: A025315C000955805
Place: Chennai
Date: 16th September, 2021

